

<p>Informazione Regolamentata n. 0620-5-2025</p>	<p>Data/Ora Inizio Diffusione 13 Marzo 2025 09:47:28</p>	<p>Euronext Star Milan</p>
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Societa' : FIERA MILANO

Identificativo Informazione Regolamentata : 202318

Utenza - Referente : FIERAMILANON04 - Cecere Vincenzo

Tipologia : 3.1

Data/Ora Ricezione : 13 Marzo 2025 09:47:28

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Oggetto : Notice of call of the Ordinary Shareholders' Meeting

Testo del comunicato

Vedi allegato

**FIERA MILANO**

FIERA MILANO S.P.A.

Registered office in Milan, Piazzale Carlo Magno 1

Operating headquarter in Rho (MI), S.S. del Sempione 28

Administrative headquarter in Rho (MI), Largo Fiera Milano 5

Share Capital Euro 42,445,141.00 fully paid up.

Milan Company Register,

Tax code and VAT number 13194800150

Ordinary Shareholders' Meeting Call

The Shareholders' Meeting of Fiera Milano S.p.A. (hereinafter, the “**Company**”) is convened in a single call for **23 April 2025, at 3:00 p.m.**, to discuss and pass resolutions pertaining to and resulting from the following matters

Agenda

1. Approval of the Financial Statements as at 31 December 2024, accompanied by the Board of Directors' Management Report - including the Consolidated Sustainability Report - the Report of the Board of Statutory Auditors and the Independent Auditor's Report. Presentation of the Consolidated Financial Statements as at 31 December 2024.
2. Allocation of results for the financial year and distribution of the dividend, also based on the reserve [retained earnings].
3. Report on the Remuneration Policy and on the Remuneration Paid pursuant to article 123-ter of Legislative Decree 58/1998: binding decision on the first section.
4. Report on the Remuneration Policy and on the Remuneration Paid pursuant to article 123-ter of Legislative Decree 58/1998: non-binding decision on the second section.
5. Authorisation for the purchase and disposal of treasury shares under Articles 2357 and 2357-ter of the Italian Civil Code, subject to revocation, for the portion not executed, of the resolution passed by the Shareholders' Meeting on 23 April 2024.

Information relating to the share capital

The subscribed and paid-up share capital of the Company is equal to Euro 42,445,141.00 and is made up of 71,917,829 shares with no par value. The shares are indivisible and carry one voting right each, except in the case of treasury shares which do not have this right. As of today, the Company owns 776,010 treasury shares, equal to 1.08% of the share capital.

Entitlement to participate in the Shareholders' Meeting.

Pursuant to the law and Article 12 of the Articles of Association, the entitlement to participate in the Shareholders' Meeting and exercise voting rights is certified by a notice to the Company, issued by the authorised intermediary in accordance with its accounting records, in favour of the party entitled to vote, based on the evidence relating to the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting (i.e. 10 April 2025, the so-called "**record date**"); credit and debit entries made to the accounts after this deadline are not relevant for the purposes of entitlement to exercise voting rights at the Shareholders' Meeting. Accordingly, those who only hold shares in the Company after that date will not be entitled to participate and vote in the Shareholders' Meeting. The intermediary's notice referred to above must be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting (i.e. by 16 April 2025).

Entitlement to participate and vote remains unaffected if the notice is received by the Company after the aforementioned deadline, provided that it is received before the Shareholders' Meeting proceedings commence. Please note that the notice to the Company is made by the authorised intermediary at the request of the entitled party.

Representation in the Shareholders' Meeting.

Pursuant to Article 135-*undecies*.1 of Legislative Decree 58/98 (hereinafter, the "Consolidated Finance Act") and Article 12.4 of the Articles of Association, **the Company has established that participation in the Shareholders' Meeting shall take place exclusively through Computershare S.p.A. – with registered office in Milan, Via Lorenzo Mascheroni 19 – designated for this purpose as Designated Representative pursuant to Article 135-*undecies*.1 of the Consolidated Finance Act, as participation in person or by proxy to third parties is not permitted.**

Those entitled to participate according to law, shall attend the Shareholders' Meeting by means of electronic means of communication, with connection procedures that will be notified them by the Company. The proxy to the Designated Representative pursuant to Article 135-*undecies*.1 must be issued by signing the proxy form "*Proxy Form and Voting Instructions to Computershare S.p.A. as Designated Representative*", available as of 13 March 2025 (i.e. the date of publication of the notice of call) on the Company's website www.fieramilano.it in the "*Investors/Governance/Shareholders' Meeting*" section. Pursuant to Article 135-*undecies* of the Consolidated Finance Act, the proxy with the voting instructions, together with a copy of a valid ID document, must be submitted, according to the instructions on the proxy form itself, by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e. by 17 April 2025). A proxy so conferred shall be effective only for those proposals in respect of which voting instructions have been given. The proxy and voting instructions are revocable within the same period as above (i.e. by 17 April 2025).

It should also be noted that the Designated Representative may also be granted proxies or sub-delegations pursuant to Article 135-*novies* of the Consolidated Finance Act, as an exception to Article 135-*undecies*, paragraph 4, of the Consolidated Finance Act, exclusively by the aforementioned proxy form.

The notice to the Company issued by the intermediary, certifying the entitlement to participate in the Shareholders' Meeting, is also required in the event of the granting of proxy or sub-delegation to the Company's Designated Representative; Therefore, in the absence of the aforementioned notice, the delegation and/or sub-delegation shall be deemed null and void.

The Designated Representative will be available for clarification or information at 02467 76815/14 or at the email address ufficiomi@computershare.it.

Additions to the Agenda.

Shareholders who, also jointly, represent at least one fortieth of the Company's share capital may request, in writing, within ten days of the publication of this notice (*i.e.* 23 March 2025) and, in compliance with the provisions of Article 126-*bis* of the Consolidated Finance Act and Article 10.3 of the Articles of Association, the addition to the list of items to be discussed, indicating in the request the additional items proposed or the additional proposals for resolutions on items already on the agenda. These applications, together with the certification attesting ownership of the shareholding, must reach the Company by notification to the certified email address fieramilano@legalmail.it, or by registered mail with return receipt at the Company's administrative headquarter in Rho (MI), Largo Fiera Milano 5 (*Investor Relations Office*). A report must be submitted to the Board of Directors of the Company by the same deadline and under the same procedures, stating the reasons for the additional resolution proposals submitted, or the reasons for the additional resolution proposals submitted on items already on the agenda.

Additions to the agenda or the presentation of further proposed resolutions on items already on the agenda shall be announced, in the same form prescribed for the publication of the notice of call, at least fifteen days prior to the date set for the Shareholders' Meeting.

Concurrently with the publication of the announcement of additions to the agenda or the submission of further proposals for resolutions on items already on the agenda, the Company shall make available to the public the aforementioned report, accompanied by its own assessments, if any, in accordance with the procedures set forth in Article 125-*ter*, paragraph 1 of the Consolidated Finance Act. A request for an addition to the agenda is not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the Directors or on the basis of a draft or report prepared by them.

Presentation of individual proposals for resolutions.

The submission of resolution proposals at the Shareholders' Meeting is not permitted. Those entitled to vote may individually submit resolution proposals on the items on the agenda, or proposals whose submission is otherwise permitted by law, by the fifteenth day prior to the date of call of the Shareholders' Meeting (*i.e.* 8 April 2025).

The above mentioned proposal shall be sent to the certified email address fieramilano@legalmail.it, or by registered mail with return receipt to the Company's administrative headquarter in Rho (MI), Largo Fiera Milano 5 (*Investor Relations Office*), together with a copy of their ID document and documentation certifying the entitlement to participate in the financial year in accordance with the law.

It is recommended that proposals be formulated in a clear and comprehensive way, preferably accompanied by a report stating the reasons for the proposal.

After verifying the relevance of the proposals with respect to the agenda, as well as their completeness and compliance with the applicable regulations, the Company will disclose all proposals (and any accompanying illustrative reports) received, within two days of the deadline for submission (*i.e.* by 10 April 2025), by publishing them on the Company's website at www.fieramilano.it in the "*Investors/Governance/Shareholders' Meeting*" section" and the authorised storage mechanism www.emarketstorage.com.

Right to ask questions on agenda items.

Those with voting rights may submit questions on the items on the agenda even before the Shareholders' Meeting in compliance with the provisions of Article 127-ter and Article 135-*undecies*.1, paragraph 3, of the Consolidated Finance Act, by sending them by certified mail to fieramilano@legalmail.it, or by registered mail with return receipt, to the Company's operating and administrative headquarters (Investor Relations Office). Such questions must be received by the Company by the end of the seventh trading day prior to the date set for the Shareholders' Meeting (*i.e.* 10 April 2025). Pursuant to Article 135-*undecies*.1, paragraph 3, of the Consolidated Finance Act, the answers to the questions received will be published on the Company's website www.fieramilano.it, in the "Investors/Governance/Shareholders' Meeting" section, within the third trading day prior to the date of the Shareholders' Meeting (*i.e.* 16 April 2025), with the right for the Company to provide a unified response to questions with the same content.

Documentation and Information.

The Board of Directors' Reports on the items on the agenda and the proposed resolutions will be made available to Shareholders and the public on 13 March 2025. The additional documentation relating to the items on the agenda, as required by the regulations in force, will be made available to shareholders and the public within the legal and regulatory deadlines. Within the aforementioned deadlines, the said documents will therefore be available at the Company's registered office and at the administrative headquarter in Rho (MI), Largo Fiera Milano 5 (office reception), on the Company's website www.fieramilano.it (in the section *Investors/Governance/Shareholders' Meeting*) and on the authorised storage mechanism www.emarketstorage.com. Shareholders have the right to obtain a copy of the above-mentioned documentation.

Rho (Milan), 13 March 2025

The Chairperson of the Board of Directors
Carlo Bonomi

Fine Comunicato n.0620-5-2025

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